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BellSouth Telecommunications, Inc
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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

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December 17, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and US LEC Tennessee Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. ~~0400439~~

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, US LEC Tennessee Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 20, 2004. The Amendment adds adoption language to the General Terms and Conditions of the Agreement.

Thank you for your attention to this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to be "Guy M. Hicks", written over a horizontal line.

Guy M. Hicks

cc: Deputy General Counsel, US LEC of Tennessee Inc.
Vice President, Regulatory & Industry Affairs, US LEC of Tennessee Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated
by BellSouth Telecommunications, Inc. and US LEC of Tennessee Inc.
Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND US LEC OF TENNESSEE INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, US LEC of Tennessee Inc. ("US LEC") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 20, 2004 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, US LEC and BellSouth state the following:

1. US LEC and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to US LEC. The Interconnection Agreement was filed with the Tennessee Regulatory Authority ("TRA") on June 16, 2004 and a supplemental filing was done on August 12, 2004.

2. The parties have recently negotiated an Amendment to the Agreement which adds adoption language to the General Terms and Conditions of the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, US LEC and BellSouth are submitting their Amendment to the TRA for its consideration and

approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and US LEC within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. US LEC and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

US LEC and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 17 day of Dec., 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By: 

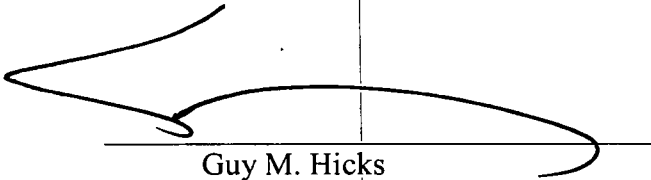
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 17 day of Dec, 2004:

Deputy General Counsel
US LEC of Tennessee Inc.
6801 Morrison Blvd.
Charlotte, NC 28211

Vice President, Regulatory & Industry Affairs
US LEC of Tennessee Inc.
6801 Morrison Blvd.
Charlotte, NC 28211



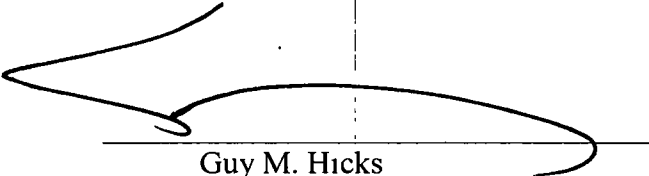
Guy M. Hicks

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 17 day of July, 2004:

Deputy General Counsel
US LEC of Tennessee Inc.
6801 Morrison Blvd.
Charlotte, NC 28211

Vice President, Regulatory & Industry Affairs
US LEC of Tennessee Inc.
6801 Morrison Blvd.
Charlotte, NC 28211



Guy M. Hicks

**Amendment to the Agreement
Between
US LEC of Tennessee Inc.
and
BellSouth Telecommunications, Inc.
Dated June 20, 2004**

Pursuant to this Amendment, (the "Amendment"), US LEC of Tennessee Inc. ("US LEC"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2004 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date")

WHEREAS, BellSouth and US LEC entered into the Agreement on June 20, 2004, and,

WHEREAS, BellSouth and US LEC are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004,

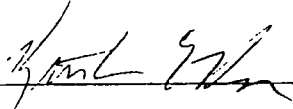
NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows.

1. The Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following
 - 13 BellSouth shall make agreements available to US LEC in accordance with 47 USC § 252(i) and 47 C.F.R. § 51.809.
- 2 All of the other provisions of the Agreement dated June 20, 2004 shall remain unchanged and in full force and effect
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below

BellSouth Telecommunications, Inc.

By



Name. Kristen Rowe

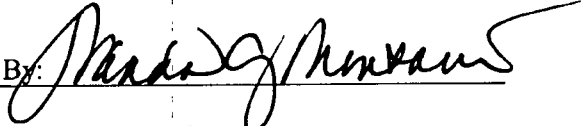
Title Director

Date

11/9/04

US LEC of Tennessee Inc.

By:



Name: Wanda G. Montano

Title: Vice President, Regulatory and
Industry Affairs

Date:

November 4, 2004